

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

DELPHI CORPORATION, *et al.*,  
Debtors.

Chapter 11

Case No. 05-44481-RDD

(Jointly Administered)

**ORDER GRANTING LEAD PLAINTIFFS' MOTION  
TO COMPEL DEPOSITION TESTIMONY AND THE  
PRODUCTION OF DOCUMENTS IN CONNECTION WITH  
THE DEBTORS' APPLICATION FOR ORDER UNDER 11 U.S.C.  
§§ 327(a), 328(a), AND 1107(b) AUTHORIZING EMPLOYMENT  
AND RETENTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT  
AUDITORS AND ACCOUNTANTS TO DEBTORS, EFFECTIVE NUNC  
PRO TUNC TO OCTOBER 8, 2005 AND OBJECTIONS FILED THERETO**

This matter, having been opened to the Court by Lowenstein Sandler PC, Bankruptcy Counsel for Lead Plaintiffs in the *In re Delphi Corp Securities Litigation*, on a Motion for entry of an order, under Fed. R. Bankr. P. 7037 and Fed R. Civ. P. 37(a) to compel Delphi Corporation ("Delphi") and its Affiliated Debtors (collectively, the "Debtors") to: (1) produce documents in response to Lead Plaintiffs' Discovery Request; (2) allow Lead Plaintiffs to conduct another deposition of Robert J. Dellinger, Delphi's Chief Financial Officer, or another qualified deponent who had information relation to the Deloitte application, to obtain full and complete answers to Lead Plaintiffs' questions concerning the decision by Delphi to retain Deloitte post-petition and other relevant questions; and (3) compel the depositions, and appearance at trial, of members of Delphi's Audit Committee, who have sole knowledge of facts necessary to resolve the Objection to the Deloitte Application, and the Court having considered any opposition thereto, and the arguments of counsel, and for good cause appearing therefore, it is hereby;

**ORDERED, ADJUDGED AND DECREED, that:**

1. The Motion for an Order under Fed. R. Bankr. P. 7037 and Fed R. Civ. P. 37(a) to compel Delphi Corporation (“Delphi”) and its Affiliated Debtors (collectively, the “Debtors”) to: (1) produce documents in response to Lead Plaintiffs’ Discovery Request; (2) allow Lead Plaintiffs to conduct another deposition of Robert J. Dellinger, Delphi’s Chief Financial Officer, or another qualified deponent who had information relation to the Deloitte application, to obtain full and complete answers to Lead Plaintiffs’ questions concerning the decision by Delphi to retain Deloitte post-petition and other relevant questions; and (3) compel the depositions, and appearance at trial, of members of Delphi’s Audit Committee, who have sole knowledge of facts necessary to resolve the Objection to the Deloitte Application is hereby **GRANTED.**

2. Debtors shall provide the requested discovery within \_\_\_\_\_days of the entry of this Order.

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Hon. Robert D. Drain, U.S.B.J.

DATED: January \_\_\_, 2006